

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-56319; File No. SR-NASDAQ-2006-045)

August 24, 2007

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing of Amendment No. 2, and Order Granting Accelerated Approval of Proposed Rule Change as Modified by Amendment Nos. 1 and 2, to Allow the Use of a Company's Web Site to Distribute an Annual Report and Meet Other Nasdaq Listing Requirements

I. Introduction

On October 31, 2006, the Nasdaq Stock Market LLC ("Nasdaq" or "Exchange") filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² a proposed rule change to allow the use of a Nasdaq-listed company's Web site to distribute its annual report and meet other Nasdaq listing requirements. On April 25, 2007, Nasdaq filed Amendment No. 1 to the proposed rule change.³ The proposed rule change was published for comment in the Federal Register on June 12, 2007.⁴ The Commission did not receive any comment letters on the proposal. On August 24, 2007, the Exchange filed Amendment No. 2 to the proposed rule change.⁵ This order approves the proposed rule change, as amended by Amendment Nos. 1 and 2, provides notice of Amendment No. 2, and solicits comments from interested persons on Amendment No. 2.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Amendment No. 1 dated April 25, 2007.

⁴ See Securities Exchange Act Release No. 55854 (June 4, 2007), 72 FR 32384.

⁵ See Amendment No. 2 dated August 24, 2007 ("Amendment No. 2").

